

In Re:	) Chapter 11
	)
W.R. Grace & Co., et al.,	) Bankruptcy No. 00-1139 JKF
Debtor(s)	)
	) Jointly Administered
	) Ref. D.I. No. 1019

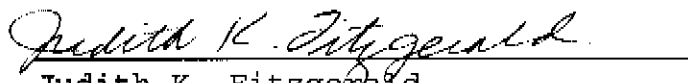
**Order**

Upon consideration of the Supplemental Application Pursuant to Federal Rule of Bankruptcy Procedure 2014(a) for Entry of an Order *Nunc Pro Tunc* as of August 1, 2001 Under Sections 327(a) and 1103 of the Bankruptcy Code Authorizing the Employment of Professor Elizabeth Warren as Special Bankruptcy Consultant to Caplin & Drysdale, Chartered, National Counsel for the Official Committee of Asbestos Personal Injury Claimants of W. R. Grace & Company, et al. (the "Application"), and the Verified Statement of Professor Elizabeth Warren in Accordance with Section 1103 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, dated October 22, 2001, and the Verified Statement of Professor Elizabeth Warren in Accordance with Section 1103 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure, dated December 4, 2001; and upon consideration of the objections to the Application; and due and adequate notice of the Application having been given and no other or further notice being necessary under the circumstances;

ORDERED, that the Application is granted in the matter provided herein; and it is further

ORDERED, that the employment of Professor Elizabeth Warren as Special Bankruptcy Consultant to Caplin & Drysdale, counsel to the Official Committee of Asbestos Personal Injury Claimants is authorized as provided herein and approved *nunc pro tunc* to September 12, 2001; and it is further

ORDERED, that Professor Warren is authorized to render services on behalf of the Committee by consulting with Caplin & Drysdale on request; provided, however, that the propriety, nature, and extent of such services and the allowance of fees and reimbursement of expenses to or in respect of Professor Warren are subject to sections 330(a) and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the District of Delaware, and such procedures as may be fixed by Order of this Court, and may be challenged by objection thereto.

  
Judith K. Fitzgerald  
United States Bankruptcy Judge

Dated: January 3, 2002  
Wilmington, Delaware